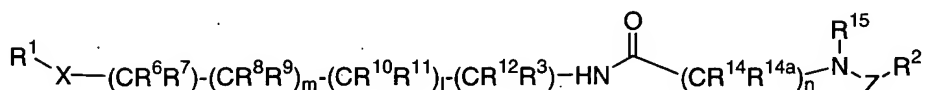


## AMENDMENTS TO THE CLAIMS

1. (PREVIOUSLY PRESENTED) A compound of Formula  
(I)



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(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,  
-SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

15 R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>4</sup>;

R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>5</sup>;

20 R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and  
25 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup>;

30 R<sup>3a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkenyl substituted

## AMENDMENTS TO THE CLAIMS

with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3c</sup> is independently selected from -C(O)R<sup>3b</sup>, -C(O)OR<sup>3d</sup>, -C(O)NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>3d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH,

## AMENDMENTS TO THE CLAIMS

SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{3f}\text{R}^{3f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

$\text{R}^{3f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$   
 5 alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

R, at each occurrence, is independently selected from  
 H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  
 $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{3a}\text{R}^{3a}$ , and  
 10  $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{3d}$ , and  $(\text{CH}_2)_r\text{phenyl}$  substituted with  
 $\text{R}^{3e}$ ;

$\text{R}^4$ , at each occurrence, is selected from  $\text{C}_{1-8}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
 15 Cl, Br, I, F,  $\text{NO}_2$ , CN,  $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{R}^{4a}$ ,  $(\text{CR}'\text{R}')_r\text{OH}$ ,  
 $(\text{CR}'\text{R}')_r\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$ ,  $(\text{CR}'\text{R}')_r\text{SH}$ ,  $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{H}$ ,  
 $(\text{CR}'\text{R}')_r\text{S}(\text{CR}'\text{R}')_r\text{R}^{4d}$ ,  $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$ ,  
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$ ,  $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$ ,  
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$ ,  
 20  $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$ ,  $(\text{CR}'\text{R}')_r\text{OC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$ ,  
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$ ,  $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{4a}\text{R}^{4a}$ ,  
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{S})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$ ,  
 $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$ ,  $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{4f})\text{NR}^{4a}\text{R}^{4a}$ ,  
 $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{4f})\text{NR}^{4f}\text{R}^{4f}$ ,  $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{4b}$ ,  
 25  $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$ ,  $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$ ,  
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{4b}$ ,  $\text{C}_{1-6}$  haloalkyl,  $\text{C}_{2-8}$   
 alkenyl substituted with 0-3  $\text{R}'$ ,  $\text{C}_{2-8}$  alkynyl  
 substituted with 0-3  $\text{R}'$ , and  $(\text{CR}'\text{R}')_r\text{phenyl}$   
 substituted with 0-3  $\text{R}^{4e}$ ;

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## AMENDMENTS TO THE CLAIMS

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join to form a cyclic acetal;

R<sup>4a</sup>, at each occurrence, is independently selected from  
5 H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
15 substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
20 selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted  
25 with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted  
30 with 0-3 R<sup>4e</sup>;

## AMENDMENTS TO THE CLAIMS

- $R^{4e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{4f} R^{4f}$ , and  $(CH_2)_r$ phenyl;
- $R^{4f}$ , at each occurrence, is selected from H,  $C_{1-5}$  alkyl, and  $C_{3-6}$  cycloalkyl, and phenyl;
- $R^{4g}$  is independently selected from  $-C(O)R^{4b}$ ,  $-C(O)OR^{4d}$ ,  $-C(O)NR^{4f}R^{4f}$ , and  $(CH_2)_r$ phenyl;
- $R^5$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CR'R')_r NR^{5a} R^{5a}$ ,  $(CR'R')_r OH$ ,  $(CR'R')_r O(CR'R')_r R^{5d}$ ,  $(CR'R')_r SH$ ,  $(CR'R')_r C(O)H$ ,  $(CR'R')_r S(CR'R')_r R^{5d}$ ,  $(CR'R')_r C(O)OH$ ,  $(CR'R')_r C(O)(CR'R')_r R^{5b}$ ,  $(CR'R')_r C(O)NR^{5a} R^{5a}$ ,  $(CR'R')_r NR^{5f} C(O)(CR'R')_r R^{5b}$ ,  $(CR'R')_r C(O)O(CR'R')_r R^{5d}$ ,  $(CR'R')_r OC(O)(CR'R')_r R^{5b}$ ,  $(CR'R')_r NR^{5f} C(O)O(CR'R')_r R^{5d}$ ,  $(CR'R')_r OC(O)NR^{5a} R^{5a}$ ,  $(CR'R')_r NR^{5a} C(O)NR^{5a} R^{5a}$ ,  $(CR'R')_r C(=NR^{5f})NR^{5a} R^{5a}$ ,  $(CR'R')_r NHC(=NR^{5f})NR^{5f} R^{5f}$ ,  $(CR'R')_r S(O)_p(CR'R')_r R^{5b}$ ,  $(CR'R')_r S(O)_2 NR^{5a} R^{5a}$ ,  $(CR'R')_r NR^{5a} S(O)_2 NR^{5a} R^{5a}$ ,  $(CR'R')_r NR^{5f} S(O)_2(CR'R')_r R^{5b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CR'R')_r$ phenyl substituted with 0-3  $R^{5e}$ ;
- alternatively, two  $R^5$  on adjacent atoms on  $R^2$  may join to form a cyclic acetal;

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- 5      R<sup>5a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted  
with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
10      R<sup>5e</sup>;
- 15      R<sup>5b</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>5e</sup>;
- 20      R<sup>5d</sup>, at each occurrence, is independently selected from  
C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl  
substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl  
substituted with 0-3 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
25      carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>5e</sup>;
- 30      R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl,

## AMENDMENTS TO THE CLAIMS

Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

- 5 R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

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R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

- 15 R<sup>6</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>, (CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

- 25 R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic
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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

5 R<sup>6b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4  
10 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

R<sup>6d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
15 R<sup>6e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and  
20 S, substituted with 0-3 R<sup>6e</sup>;

R<sup>6e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
25 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>6f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

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R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub>  
5 carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
10 (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
15 S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl  
20 substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>7e</sup>;

25

R<sup>7b</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl  
substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue

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substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

5

R<sup>7d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

10

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20

R<sup>7f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>8d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CRR)<sub>r</sub>C(O)R<sup>8b</sup>, (CRR)<sub>r</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>, (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>8d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CRR)<sub>r-5-10</sub> membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

5 R<sup>8a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

15 R<sup>8b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

25 R<sup>8d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

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$R^{8e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH, 5  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{8f}R^{8f}$ , and  $(CH_2)_rphenyl$ ;

$R^{8f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

10  $R^{8g}$  is selected from  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,  $(CHR)_qOR^{8d}$ ,  $(CHR)_qS(O)_pR^{8d}$ ,  $(CHR)_rC(O)R^{8b}$ ,  $(CHR)_qNR^{8a}R^{8a}$ ,  $(CHR)_rC(O)NR^{8a}R^{8a}$ ,  $(CHR)_rC(O)NR^{8a}OR^{8d}$ ,  $(CHR)_qSO_2NR^{8a}R^{8a}$ ,  $(CHR)_rC(O)OR^{8d}$ , and a  $(CHR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{8e}$ ;

15

$R^9$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{9d}$ ,  $(CRR)_rS(O)_pR^{9d}$ ,  $(CRR)_rC(O)R^{9b}$ ,  $(CRR)_rNR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}OR^{9d}$ , 20  $(CRR)_rSO_2NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)OR^{9d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

25

$R^{9a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{9e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{9e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{9e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a

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(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

5

R<sup>9b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>9e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

10

15 R<sup>9d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>9e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>9e</sup>, and  
20 a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

20

R<sup>9e</sup>, at each occurrence, is independently selected from  
25 C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

25

## AMENDMENTS TO THE CLAIMS

R<sup>9f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

5 R<sup>10</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>10d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CRR)<sub>r</sub>C(O)R<sup>10b</sup>, (CRR)<sub>r</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>, (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>10d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and  
10 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

15 R<sup>10a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

25 R<sup>10b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

5 R<sup>10d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system  
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
15 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>10f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>10g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>10d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CHR)<sub>r</sub>C(O)R<sup>10b</sup>, (CHR)<sub>q</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
25 (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>, (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>10d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>;

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$R^{11}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{11d}$ ,  $(CRR)_rS(O)_pR^{11d}$ ,  $(CRR)_rC(O)R^{11b}$ ,  $(CRR)_rNR^{11a}R^{11a}$ ,  $(CRR)_rC(O)NR^{11a}R^{11a}$ ,  $(CRR)_rC(O)NR^{11a}OR^{11d}$ ,  $(CRR)_rSO_2NR^{11a}R^{11a}$ ,  $(CRR)_rC(O)OR^{11d}$ , a  $(CRR)_rC_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CRR)_rC_{5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

10

$R^{11a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{11e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{11e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{11e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_rC_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_rC_{5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

15

20

$R^{11b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{11e}$ ,  $C_{2-8}$  alkenyl substituted with 0-3  $R^{11e}$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R^{11e}$ , a  $(CH_2)_rC_{3-6}$  carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  $(CH_2)_rC_{5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

25



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- $R^{11d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{11e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{11e}$ ,  $C_{3-6}$  alkynyl substituted with 0-3  $R^{11e}$ , a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{11e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;
- 10  $R^{11e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{11f}R^{11f}$ , and  $(CH_2)_rphenyl$ ;
- 15  $R^{11f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;
- $R^{12}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_qOH$ ,  $(CRR)_qSH$ ,  $(CRR)_qOR^{12d}$ ,  $(CRR)_qS(O)_pR^{12d}$ ,  $(CRR)_rC(O)R^{12b}$ ,  $(CRR)_rNR^{12a}R^{12a}$ ,  $(CRR)_rC(O)NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)NR^{12a}OR^{12d}$ ,  $(CRR)_qSO_2NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)OR^{12d}$ , a  $(CRR)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{12e}$ , and
- 20 a  $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;
- 25  $R^{12a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3
- 30

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R<sup>12e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,

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$(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{12f}\text{R}^{12f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

5  $\text{R}^{12f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$   
alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{14}$  and  $\text{R}^{14a}$  are H,

10  $\text{R}^{15}$  is H;

$\text{R}^{16}$  is selected from H,  $\text{C}_{1-4}$  alkyl substituted with 0-3  
 $\text{R}^{16a}$ , and  $\text{C}_{3-6}$  cycloalkyl substituted with 0-3  
 $\text{R}^{16a}$ ;

15  $\text{R}^{16a}$  is selected from  $\text{C}_{1-4}$  alkyl, -OH, -SH,  $-\text{NR}^{16c}\text{R}^{16c}$ ,  
-C(O) $\text{NR}^{16c}\text{R}^{16c}$ , and -NHC(O) $\text{R}^{16c}$ ;

$\text{R}^{16c}$  is selected from H,  $\text{C}_{1-4}$  alkyl and  $\text{C}_{3-6}$  cycloalkyl;

20  $\text{R}^{17}$  is selected from H,  $\text{C}_{1-4}$  alkyl, and  $\text{C}_{3-4}$  cycloalkyl;

n is 1;

25 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

30 q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

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r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

5           2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

10

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>4</sup>;

15

R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>5</sup>;

20

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

25

R<sup>3a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkenyl substituted

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with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3c</sup> is independently selected from -C(O)R<sup>3b</sup>, -C(O)OR<sup>3d</sup>, -C(O)NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>3d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F,

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Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH,  
SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3f</sup>R<sup>3f</sup>, and  
(CH<sub>2</sub>)<sub>r</sub>phenyl;

5 R<sup>3f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub>  
alkyl, and C<sub>3-6</sub> cycloalkyl;

R, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
10 (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, and  
(CHR)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with  
R<sup>3e</sup>;

R<sup>4</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
15 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>OH,  
(CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
(CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>C(O)OH,  
(CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>,  
20 (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>,  
(CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>4b</sup>,  
(CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>,  
(CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>,  
(CR'R')<sub>r</sub>NR<sup>4a</sup>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>4f</sup>)NR<sup>4a</sup>R<sup>4a</sup>,  
25 (CR'R')<sub>r</sub>NHC(=NR<sup>4f</sup>)NR<sup>4f</sup>R<sup>4f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>,  
(CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CR'R')<sub>r</sub>NR<sup>4f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>  
alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl

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substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
substituted with 0-3 R<sup>4e</sup>;

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join  
5 to form a cyclic acetal;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
10 with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted  
with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
15 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
20 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted  
with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
R<sup>4e</sup>;

25  
R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
30 substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6

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membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>4e</sup>;

- 5 R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10

R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

15

R<sup>4g</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>, -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20

R<sup>5</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>

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alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

- 5 alternatively, two R<sup>5</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

R<sup>5d</sup>, at each occurrence, is independently selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>

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carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>5e</sup>;

5

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub>  
alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and  
10 (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub>  
alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

15 R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>,  
-C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
20 and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

R<sup>6</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
25 (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
30 S, substituted with 0-3 R<sup>6e</sup>;

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- 5       $R^{6a}$ , at each occurrence, is independently selected from  
H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  
 $C_{3-8}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{3-8}$  alkynyl  
substituted with 0-3  $R^{6e}$ ,  $(CH_2)_r C_{3-6}$  cycloalkyl, a  
 $(CH_2)_r C_{3-10}$  carbocyclic residue substituted with  
0-5  $R^{6e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3  $R^{6e}$ ;
- 10       $R^{6b}$ , at each occurrence, is independently selected from  
 $C_{1-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  $C_{2-8}$  alkenyl  
substituted with 0-3  $R^{6e}$ ,  $C_{2-8}$  alkynyl substituted  
with 0-3  $R^{6e}$ , a  $(CH_2)_r C_{3-6}$  carbocyclic residue  
15      substituted with 0-2  $R^{6e}$ , and a  $(CH_2)_r$ -5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{6e}$ ;
- 20       $R^{6d}$ , at each occurrence, is independently selected from  
H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  
 $R^{6e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{3-6}$   
alkynyl substituted with 0-3  $R^{6e}$ , a  $C_{3-10}$   
carbocyclic residue substituted with 0-3  $R^{6e}$ , and  
25      a  $(CH_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{6e}$ ;
- 30       $R^{6e}$ , at each occurrence, is independently selected from  
 $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$

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cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

- 5 R<sup>6f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
10 (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
15 alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
20 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from  
25 H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic

## AMENDMENTS TO THE CLAIMS

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

5 R<sup>7b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4  
10 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
15 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and  
20 S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
25 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

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## AMENDMENTS TO THE CLAIMS

- $R^8$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{8d}$ ,  $(CRR)_rS(O)_pR^{8d}$ ,  $(CRR)_rC(O)R^{8b}$ ,  $(CRR)_rNR^{8a}R^{8a}$ ,  $(CRR)_rC(O)NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)NR^{8a}OR^{8d}$ ,  $(CRR)_rSO_2NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)OR^{8d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{8e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;
- $R^{8a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{8e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{8e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{8e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{8e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;
- $R^{8b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{8e}$ ,  $C_{2-8}$  alkenyl substituted with 0-3  $R^{8e}$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R^{8e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{8e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;
- $R^{8d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3

## AMENDMENTS TO THE CLAIMS

$R^{8e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{8e}$ ,  $C_{3-6}$  alkynyl substituted with 0-3  $R^{8e}$ , a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{8e}$ , and a  $(CH_2)_{r-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;

$R^{8e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{8f}R^{8f}$ , and  $(CH_2)_rphenyl$ ;

$R^{8f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{8g}$  is selected from  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,  $(CHR)_qOR^{8d}$ ,  $(CHR)_qS(O)_pR^{8d}$ ,  $(CHR)_rC(O)R^{8b}$ ,  $(CHR)_qNR^{8a}R^{8a}$ ,  $(CHR)_rC(O)NR^{8a}R^{8a}$ ,  $(CHR)_rC(O)NR^{8a}OR^{8d}$ ,  $(CHR)_qSO_2NR^{8a}R^{8a}$ ,  $(CHR)_rC(O)OR^{8d}$ , and a  $(CHR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{8e}$ ;

$R^9$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{9d}$ ,  $(CRR)_rS(O)_pR^{9d}$ ,  $(CRR)_rC(O)R^{9b}$ ,  $(CRR)_rNR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}OR^{9d}$ ,  $(CRR)_rSO_2NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)OR^{9d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system

## AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9a</sup>, at each occurrence, is independently selected from  
5 H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-8</sub> alkynyl  
substituted with 0-3 R<sup>9e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
10 system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9b</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkenyl  
15 substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>9e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
20 with 0-3 R<sup>9e</sup>;

R<sup>9d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>9e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub>  
25 alkynyl substituted with 0-3 R<sup>9e</sup>, a C<sub>3-10</sub>  
carbocyclic residue substituted with 0-3 R<sup>9e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

30



## AMENDMENTS TO THE CLAIMS

- $R^{9e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,   
5  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{9f}R^{9f}$ , and  $(CH_2)_rphenyl$ ;
- $R^{9f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;
- 10  $R^{10}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{10d}$ ,  $(CRR)_rS(O)_pR^{10d}$ ,  $(CRR)_rC(O)R^{10b}$ ,  $(CRR)_rNR^{10a}R^{10a}$ ,  $(CRR)_rC(O)NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)NR^{10a}OR^{10d}$ ,  $(CRR)_rSO_2NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)OR^{10d}$ , a  $(CRR)_r-C_{3-10}$    
15 carbocyclic residue substituted with 0-5  $R^{10e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{10e}$ ;
- 20  $R^{10a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{10e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{10e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue   
25 substituted with 0-5  $R^{10e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{10e}$ ;

## AMENDMENTS TO THE CLAIMS

- $R^{10b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{2-8}$  alkenyl substituted with 0-3  $R^{10e}$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R^{10e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{10e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{10e}$ ;
- 10  $R^{10d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{10e}$ ,  $C_{3-6}$  alkynyl substituted with 0-3  $R^{10e}$ , a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{10e}$ , and
- 15 a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{10e}$ ;
- $R^{10e}$ , at each occurrence, is independently selected
- 20 from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{10f}R^{10f}$ , and  $(CH_2)_r$ phenyl;
- 25  $R^{10f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;
- $R^{10g}$  is selected from  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,  $(CHR)_qOR^{10d}$ ,
- 30  $(CHR)_qS(O)_pR^{10d}$ ,  $(CHR)_rC(O)R^{10b}$ ,  $(CHR)_qNR^{10a}R^{10a}$ ,

## AMENDMENTS TO THE CLAIMS

(CHR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>10d</sup>, and a (CHR)<sub>r</sub>-  
C<sub>3-10</sub> carbocyclic residue substituted with 0-5  
R<sup>10e</sup>;

5

R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>11d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CRR)<sub>r</sub>C(O)R<sup>11b</sup>, (CRR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>,  
10 (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>11e</sup>;

15

R<sup>11a</sup>, at each occurrence, is independently selected  
from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>11e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub>  
alkynyl substituted with 0-3 R<sup>11e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
20 cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>11e</sup>;

25

R<sup>11b</sup>, at each occurrence, is independently selected  
from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub>  
alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub> alkynyl  
substituted with 0-3 R<sup>11e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub>

## AMENDMENTS TO THE CLAIMS

carbocyclic residue substituted with 0-2  $R^{11e}$ , and  
a  $(CH_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{11e}$ ;

5

$R^{11d}$ , at each occurrence, is independently selected  
from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with  
0-3  $R^{11e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{11e}$ ,  
 $C_{3-6}$  alkynyl substituted with 0-3  $R^{11e}$ , a  $C_{3-10}$

10

carbocyclic residue substituted with 0-3  $R^{11e}$ , and  
a  $(CH_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{11e}$ ;

15

$R^{11e}$ , at each occurrence, is independently selected  
from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$   
cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  
 $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  
 $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{11f}R^{11f}$ , and  
 $(CH_2)_rphenyl$ ;

20

$R^{11f}$ , at each occurrence, is independently selected  
from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

25

$R^{12}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$   
alkynyl,  $(CRR)_qOH$ ,  $(CRR)_qSH$ ,  $(CRR)_qOR^{12d}$ ,  
 $(CRR)_qS(O)_pR^{12d}$ ,  $(CRR)_rC(O)R^{12b}$ ,  $(CRR)_rNR^{12a}R^{12a}$ ,  
 $(CRR)_rC(O)NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)NR^{12a}OR^{12d}$ ,  
 $(CRR)_qSO_2NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)OR^{12d}$ , a  $(CRR)_r$ - $C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{12e}$ , and

30

## AMENDMENTS TO THE CLAIMS

a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

5 R<sup>12a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
10 substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

15 R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and  
20 a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected  
25 from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

## AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

5 R<sup>12e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>14</sup> and R<sup>14a</sup> are H,

15 R<sup>15</sup> is H;

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-3 R<sup>16a</sup>, and C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>16a</sup>;

20

R<sup>16a</sup> is selected from C<sub>1-4</sub> alkyl, -OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and -NHC(O)R<sup>16c</sup>;

R<sup>16c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

25

R<sup>17</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

n is 1;

30 l is selected from 0 and 1;

## AMENDMENTS TO THE CLAIMS

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

5

q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

r, at each occurrence, is selected from 0, 1, 2, 3, or  
10 4.

3. (CANCELLED)

4. (PREVIOUSLY PRESENTED) The compound of claim 2,  
15 wherein:

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-1  
R<sup>16a</sup>, wherein the alkyl is selected from methyl,  
ethyl, propyl, i-propyl, butyl, i-butyl, and  
20 s-butyl, and C<sub>3-4</sub> cycloalkyl substituted with 0-3  
R<sup>16a</sup> wherein the cycloalkyl is selected from  
cyclopropyl and cyclobutyl;

R<sup>16a</sup> is selected from methyl, ethyl, propyl, i-propyl,  
25 -OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and  
-NHC(O)R<sup>16c</sup>; and

R<sup>17</sup> is selected from H, methyl, ethyl, propyl, and  
i-propyl.

30

5. (ORIGINAL) The compound of claim 4, wherein:

## AMENDMENTS TO THE CLAIMS

R<sup>9</sup> and R<sup>11</sup> are H; and

R<sup>8</sup> and R<sup>10</sup> are independently selected from H, C<sub>1-6</sub>

alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>

5 carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY PRESENTED) The compound of claim 5,  
10 wherein:

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,

(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,

(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,

15 (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>

carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and

a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and

S, substituted with 0-3 R<sup>3e</sup> wherein the

20 heterocyclic system is selected from pyridinyl,

thiophenyl, furanyl, indazolyl, benzothiazolyl,

benzimidazolyl, benzothiophenyl, benzofuranyl,

benzoxazolyl, benzisoxazolyl, quinolinyl,

isoquinolinyl, imidazolyl, indolyl, indolinyl,

25 isoindolyl, isothiadiaazolyl, isoxazolyl,

piperidinyl, pyrrazolyl, pyrrolidinyl,

tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-

triazolyl, 1,2,3-triazolyl, tetrazolyl,

thiadiaazolyl, thiazolyl, oxazolyl, pyrazinyl, and

30 pyrimidinyl;



## AMENDMENTS TO THE CLAIMS

$R^6$  is selected from H,  $(CRR)_qOH$ ,  $(CRR)_qSH$ ,  $(CRR)_qOR^{6d}$ ,  
 $(CRR)_qS(O)_pR^{6d}$ ,  $(CRR)_rC(O)R^{6b}$ ,  $(CRR)_qNR^{6a}R^{6a}$ ,  
 $(CRR)_rC(O)NR^{6a}R^{6a}$ ,  $(CRR)_rC(O)NR^{6a}OR^{6d}$ ,  
 $(CRR)_qSO_2NR^{6a}R^{6a}$ ,  $(CRR)_rC(O)OR^{6d}$ , a  $(CRR)_r-C_{6-10}$   
5 carbocyclic residue substituted with 0-5  $R^{6e}$ , and  
a  $(CRR)_r-5-10$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-6  $R^{6e}$  wherein the  
heterocyclic system is selected from pyridinyl,  
10 thiophenyl, furanyl, indazolyl, benzothiazolyl,  
benzimidazolyl, benzothiophenyl, benzofuranyl,  
benzoxazolyl, benzisoxazolyl, quinolinyl,  
isoquinolinyl, imidazolyl, indolyl, indolinyl,  
isoindolyl, isothiadiaazolyl, isoxazolyl,  
15 piperidinyl, pyrazolyl, pyrrolidinyl,  
tetrahydrofuranlyl, tetrahydrothiophenyl, 1,2,4-  
triazolyl, 1,2,6-triazolyl, tetrazolyl,  
thiadiaazolyl, thiazolyl, oxazolyl, pyrazinyl, and  
pyrimidinyl;

20

$R^7$  is H;

$R^{12}$  is selected from H, methyl, ethyl, and propyl;

25 7. (PREVIOUSLY PRESENTED) The compound of claim 6,  
wherein:

$R^1$  is selected from phenyl substituted with 0-3  $R^4$ ;

30  $R^2$  is selected from phenyl substituted with 0-3  $R^5$ .

## AMENDMENTS TO THE CLAIMS

8. (PREVIOUSLY PRESENTED) The compound of claim 7,  
wherein:

X is  $-\text{CHR}^{16}\text{NR}^{17}-$ ;

5

$\text{R}^4$ , at each occurrence, is selected from  $\text{C}_{1-8}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}_{3-6}$   
cycloalkyl, Cl, Br, I, F,  $\text{NO}_2$ , CN,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{OH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{SH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{SR}^{4\text{d}}$ ,  
10  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{R}^{4\text{b}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{R}^{4\text{b}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{R}^{4\text{b}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{4\text{b}}$ ,  
15  $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{R}^{4\text{b}}$ ,  
 $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $\text{C}_{1-6}$  haloalkyl, and  
 $(\text{CR}'\text{R}')_{\text{r}}$ phenyl substituted with 0-3  $\text{R}^{4\text{e}}$ ;

alternatively, two  $\text{R}^4$  on adjacent atoms join to form  
20  $-\text{O}-(\text{CH}_2)-\text{O}-$ ;

$\text{R}^{4\text{a}}$ , at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, i-propyl, butyl, s-  
butyl, i-butyl, t-butyl, pentyl, hexyl, allyl,  
25 propargyl, and a  $(\text{CH}_2)_{\text{r}}-\text{C}_{3-6}$  carbocyclic residue  
selected from cyclopropyl, cyclobutyl, cyclopentyl  
and cyclohexyl;

$\text{R}^{4\text{b}}$ , at each occurrence, is selected from methyl,  
30 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,

## AMENDMENTS TO THE CLAIMS

t-butyl, pentyl, hexyl, allyl, propargyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>4e</sup>, wherein the carbocyclic residue is  
selected from cyclopropyl, cyclobutyl, cyclopentyl  
5 and cyclohexyl, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
R<sup>4e</sup>, wherein the heterocyclic system is selected  
from pyridinyl, thiophenyl, furanyl, indazolyl,  
10 benzothiazolyl, benzimidazolyl, benzothiophenyl,  
benzofuranyl, benzoxazolyl, benzisoxazolyl,  
quinolinyl, isoquinolinyl, imidazolyl, indolyl,  
indolinyl, isoindolyl, isothiadiazolyl,  
isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-  
15 triazolyl, 1,2,3-triazolyl, tetrazolyl,  
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and  
pyrimidinyl;

R<sup>4d</sup>, at each occurrence, is selected from H, methyl,  
20 CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, s-butyl,  
i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl,  
and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue selected  
from cyclopropyl, cyclobutyl, cyclopentyl and  
cyclohexyl;

25 R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl,  
Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub>  
alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and  
30 (CH<sub>2</sub>)<sub>r</sub>phenyl;

## AMENDMENTS TO THE CLAIMS

R<sup>4f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

5 R<sup>5</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>OR<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
10 (CR'R')<sub>r</sub>SR<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
15 (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

20 alternatively, two R<sup>5</sup> on adjacent atoms join to form -O-(CH<sub>2</sub>)-O-;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl,  
25 s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-1 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

30

## AMENDMENTS TO THE CLAIMS

- $R^{5b}$ , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a  $(CH_2)_r$ -C<sub>3-6</sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;
- $R^{5d}$ , at each occurrence, is selected from H, methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a  $(CH_2)_r$ -C<sub>3-6</sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;
- $R^{5e}$ , at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  $(CH_2)_r$ C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>,  $(CF_2)_r$ CF<sub>3</sub>,  $(CH_2)_r$ OC<sub>1-5</sub> alkyl, OH, SH,  $(CH_2)_r$ SC<sub>1-5</sub> alkyl,  $(CH_2)_r$ NR<sup>5f</sup>R<sup>5f</sup>, and  $(CH_2)_r$ phenyl; and

## AMENDMENTS TO THE CLAIMS

R<sup>5f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

5

9. (ORIGINAL) The compound of claim 8, wherein:

R<sup>5</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF<sub>3</sub>,  
10 CF<sub>2</sub>CF<sub>3</sub>, CF<sub>2</sub>H, OCF<sub>3</sub>, Cl, Br, I, F, SCF<sub>3</sub>, NR<sup>5a</sup>R<sup>5a</sup>,  
NHC(O)OR<sup>5a</sup>, NHC(O)R<sup>5b</sup>, and NHC(O)NHR<sup>5a</sup>; and

R<sup>12</sup> is selected from H and methyl.

15 10. (PREVIOUSLY PRESENTED) A compound of claim 9,  
wherein:

Z is -C(O)-;

20 X is -CHR<sup>16</sup>NR<sup>17</sup>-;

R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>;

R<sup>2</sup> is phenyl substituted with 0-2 R<sup>5</sup>;

25

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH,  
(CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CH<sub>2</sub>)C(O)R<sup>3b</sup>,  
(CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)-phenyl;

30 R<sup>3a</sup> is selected from H, methyl, ethyl, propyl,  
i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

## AMENDMENTS TO THE CLAIMS

$\text{CH}_2\text{CF}_3$ ,  $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$ , cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

5  $\text{R}^{3b}$  is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

$\text{R}^{3d}$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

10

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

15  $\text{R}^4$  is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene,  $\text{OCH}_3$ ,  $\text{OCF}_3$ ,  $\text{SCH}_3$ ,  $\text{SO}_2\text{CH}_3$ , Cl, F, Br, CN;

alternatively, two  $\text{R}^4$  join to form  $-\text{O}-(\text{CH}_2)-\text{O}-$ ;

20

$\text{R}^6$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl,  $\text{C}(\text{O})\text{OCH}_3$ ,  $\text{C}(\text{O})\text{NHCH}_2\text{CH}_3$ ;

$\text{R}^7$ ,  $\text{R}^9$ , and  $\text{R}^{11}$  are H;

25

$\text{R}^8$  is H;

$\text{R}^{10}$  is selected from H and methyl;

30  $\text{R}^{16}$  is selected from H and methyl;

## AMENDMENTS TO THE CLAIMS

R<sup>17</sup> is selected from H and methyl;

m is 0 or 1;

5 l is 0 or 1

r is 0 or 1; and

q is 1.

10

11. (CANCELLED)

12. (CANCELLED)

15 13. (CANCELLED)

14. (PREVIOUSLY PRESENTED) The compound of claim 1,  
wherein the compound is selected from:

20 Methyl (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

25 Methyl (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

30 (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoic acid;



## AMENDMENTS TO THE CLAIMS

- (2S) -N-Methyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
5 propanamide;
- (2S) -3- [[ (2,4-dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
10 propanamide;
- (2R) -3- [[ (2,4-dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;
- 15 (2S) -N-Ethyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;
- 20 (2S) -N-Benzyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;
- 25 (2S) -N-Isopropyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -  
2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;
- 30 (2S) -N-tert-Butyl-3- [[ (2,4-  
dimethylphenyl)methyl] amino] -2- [[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

5 (2S) -N-Cyclopropyl-3- [[ (2,4-  
dimethylphenyl) methyl] amino] -2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

10 (2S) -N-Cyclobutyl-3- [[ (2,4-  
dimethylphenyl) methyl] amino] -2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

15 (2S) -N-Phenyl-3- [[ (2,4-dimethylphenyl) methyl] amino] -2-  
[[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

20 (2S) -N,N-Dimethyl-3- [[ (2,4-  
dimethylphenyl) methyl] amino] -2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

25 (2S) -N-Methyl,N-methoxy-3- [[ (2,4-  
dimethylphenyl) methyl] amino] -2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

30 Methyl (2S) -3- [[ (4-chlorophenyl) methyl] amino] -2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanoate;

## AMENDMENTS TO THE CLAIMS

(2S)-3-[[[4-chlorophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5 (2S)-N-Ethyl-3-[[[4-chlorophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10 Methyl (2S)-3-[[[1S/R)-1-(4-chlorophenyl)ethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

15 Methyl (2S)-3-[[[1S/R)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

20 Methyl (2S)-3-[[[1,3-benzodioxol-5-ylmethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

25 Methyl (2S)-3-[[[4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

30 Methyl (2S)-2-[[[2-[[[1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanoate;

## AMENDMENTS TO THE CLAIMS

Methyl (2*S*)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

5 (2*S*)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 *N*-[2-[[[(1*S*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 *tert*-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

30 *N*-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[ (2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[ [2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[ (2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-3-[[ (4-bromo, 2-  
methylphenyl)methyl]amino]-2-[[[ [2-[[ (1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

15 (2S)-N-tert-Butyl-2-[[[ [2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[ (4-bromo, 2-methylphenyl)methyl]amino]-  
propanamide;

20 N-[2-[[ (1S, 2S)-1-[[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-  
(methyl)butyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

25 N-[2-[[ (1S, 2R)-1-[[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-  
(methyl)butyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

30 N-[2-[[ (1S, 2S)-1-[[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
(phenyl)ethyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

- 5      *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 10      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 15      *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 20      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 25      *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 30      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

10

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

15

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30

## AMENDMENTS TO THE CLAIMS

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-  
(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-  
5 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-  
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-  
10 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-  
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-  
15 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-  
20 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-  
25 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [[(1,1-  
30 dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;



## AMENDMENTS TO THE CLAIMS

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
5 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
10 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
15 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-  
20 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2R)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-  
25 (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
30 [[(ethylamino)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

5     N- [2- [[(1S, 2R)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[(ethylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

10     N- [2- [[(1S, 2S)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[(isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

15     N- [2- [[(1S, 2R)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[(isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

20     N- [2- [[(1S, 2S)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(1-  
pyrrolidinylcarbonyl)amino]-5-  
(trifluoromethyl)benzamide;

25     N- [2- [[(1S, 2S)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(1-  
azetidiny carbonyl)amino]-5-  
(trifluoromethyl)benzamide;

30

      N- [2- [[(1S, 2S)-1- [[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-

## AMENDMENTS TO THE CLAIMS

(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[ (methylamino) carbonyl] amino] -5-  
(trifluoromethyl)benzamide;

5 N- [2-[[[(1S, 2R)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[ (4-  
morpholinylcarbonyl)] amino] -5-  
(trifluoromethyl)benzamide;

10

N- [2-[[[(1S, 2R)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[ (1-  
piperazinylcarbonyl)] amino] -5-  
15 (trifluoromethyl)benzamide;

N- [2-[[[(1S, 2S)-1-[[[(4-  
ethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[ (1,1-  
20 dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl)benzamide;

N- [2-[[[(1S, 2S)-1-[[[(4-  
ethylphenyl)methyl]amino]methyl]-2-  
25 (hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;

N- [2-[[[(1S, 2S)-1-[[[(4-  
ethylphenyl)methyl]amino]methyl]-2-  
30 (hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[ (isopropylamino) carbonyl] amino] -5-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

N- [2- [[(1S, 2S)-1- [[[4-  
ethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(4-  
5 morpholinylcarbonyl)amino]-5-  
(trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[4-dimethylamino-2-  
methylphenyl)methyl]amino]methyl]-2-  
10 (hydroxy)pentyl]amino]-2-oxoethyl]-2- [(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[4-dimethylamino-2-  
15 methylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[2,4-  
20 dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2- (tert-  
butyl)amino-5- (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[2,4-  
25 dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
isopropylamino-5- (trifluoromethyl)benzamide;

N- [2- [[(1S, 2S)-1- [[[2,4-  
30 dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-  
5- (trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

- 5     N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(methoxy)pentyl]amino]-2-oxoethyl]-2- [[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;
- 10     N- [2- [[(1S, 2S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;
- 15     N- [2- [[(S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
(methyl)propyl]amino]-2-oxoethyl]-2- [[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;
- 20     N- [2- [[(S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;
- 25     N- [2- [[(S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
(ethyl)butyl]amino]-2-oxoethyl]-2- [[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;
- 30     N- [2- [[(S)-1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-

## AMENDMENTS TO THE CLAIMS

(ethyl)butyl] amino] -2-oxoethyl] -2-amino-5-  
(trifluoromethyl) benzamide;

- 5        *N*-[2-[[*(S)*-1-[[[(2,4-  
dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-  
(propyl)pentyl] amino] -2-oxoethyl] -2-[[*(1,1*-  
dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;
- 10      *N*-[2-[[*(S)*-1-[[[(2,4-  
dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-  
(propyl)pentyl] amino] -2-oxoethyl] -2-amino-5-  
(trifluoromethyl) benzamide;
- 15      *N*-[2-[[*(S)*-2-[[[(2,4-dimethylphenyl)methyl] amino] -1-  
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-  
[[*(1,1*-dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;
- 20      *N*-[2-[[*(S)*-1-[[*(S)*-2-[[[(2,4-  
dimethylphenyl)methyl] amino] -1-  
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-  
amino-5-(trifluoromethyl) benzamide;
- 25      (*2S*)-*N*-*tert*-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl] amino] -2-[[[[3-  
(trifluoromethoxy) benzoyl] amino] acetyl] amino] -  
propanamide;
- 30      (*2S*)-*N*-*tert*-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl] amino] -2-[[[[3-

## AMENDMENTS TO THE CLAIMS

(difluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

5 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethylthio)benzoyl]amino]acetyl]amino] -  
propanamide;

10 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(pentafluoroethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

15 (2*S*)-*N*-tert-Butyl-2-[[[2-amino-5-  
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-  
[[ (2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*)-*N*-tert-Butyl-2-[[[2-amino-5-  
(methyl)benzoyl]amino]acetyl]amino]-3-[[ (2,4-  
dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-  
dimethylphenyl)methyl]amino]-2-[[[2-ethylamino-  
5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

30 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-  
dimethylphenyl)methyl]amino]-2-[[[2-propylamino-  
5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

- 5 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2*S*)-*N*-tert-Butyl-2-[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[ (2,4-dimethylphenyl)methyl]amino]-propanamide;
- (2*S*)-*N*-tert-Butyl-2-[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[ (2,4-dimethylphenyl)methyl]amino]-propanamide;
- 15 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[2-isopropylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[2-(tert-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 25 (2*S*)-*N*-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[2-(methylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30



## AMENDMENTS TO THE CLAIMS

- (2S) -N-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino] - 2-[[[2-(isopropoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
5 propanamide;
- (2S) -N-tert-Butyl-3-[[ (2,4-dimethylphenyl)methyl]amino] - 2-[[[2-(isopropylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
10 propanamide;
- (2S) -N-tert-Butyl-2-[[[2-(cyclohexylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-  
15 [[ (2,4-dimethylphenyl)methyl]amino] -propanamide;
- (2S) -N-tert-Butyl-2-[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-  
20 [[ (2,4-dimethylphenyl)methyl]amino] -propanamide;
- (2S) -N-tert-Butyl-2-[[[2-(para-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-  
[[ (2,4-dimethylphenyl)methyl]amino] -propanamide;
- 25 (2S) -N-tert-Butyl-2-[[[2-[(beta-naphthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-  
[[ (2,4-dimethylphenyl)methyl]amino] -propanamide;
- (2S) -N-tert-Butyl-2-[[[2-(meta-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-  
30 [[ (2,4-dimethylphenyl)methyl]amino] -propanamide;

## AMENDMENTS TO THE CLAIMS

- (2S) -N-tert-Butyl-2-[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 5 (2S) -N-tert-Butyl-2-[[[2-(ortho-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 10 (2S) -N-tert-Butyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-(para-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15 (2S) -N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 20 (2S) -N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 25 (2S) -N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 30 (2S) -N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S) -N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S) -N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S) -N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S) -N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S) -2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

30 (2S) -2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(4-bromophenyl)methyl]amino]-propanamide;

(2S) -N-tert-Butyl-3-[[[(4-methylphenyl)methyl]amino]-2-[[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

5 (2S) -N-tert-Butyl-3- [[ (4-bromophenyl) methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

10 (2S) -N-tert-Butyl-3- [[ (4-bromo-2-  
methylphenyl) methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

15 (2S) -N-tert-Butyl-3- [[ (4-methoxyphenyl) methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

20 (2S) -N-tert-Butyl-3- [[ (4-methoxy-2-  
methylphenyl) methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

25 (2S) -N-tert-Butyl-3- [[ (2,3-dimethyl-4-methoxy-  
phenyl) methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

30 (2S) -N-tert-Butyl-3- [[ (4-cyano-2-  
methylphenyl) methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-3-[[ (4-ethylphenyl)methyl] amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
5 propanamide;

(2S) -N-tert-Butyl-3-[[ (2-methyl-4-  
vinylphenyl)methyl] amino]-2-[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
10 propanamide;

(2S) -N-tert-Butyl-3-[[ (4-ethyl-2-  
methylphenyl)methyl] amino]-2-[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
15 propanamide;

(2S) -N-tert-Butyl-3-[[ (4-isopropylphenyl)methyl] amino] -  
2-[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
20 propanamide;

(2S) -N-tert-Butyl-3-[[ (4-butylphenyl)methyl] amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
25 propanamide;

(2S) -N-tert-Butyl-3-[[ (4-  
dimethylaminophenyl)methyl] amino]-2-[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
30 propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-3-[[ (4-dimethylamino-2-methylphenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

5

(2S) -N-tert-Butyl-3-[[ (4-methylthiophenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

10

(2S) -N-tert-Butyl-3-[[ (4-methylsulfonylphenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

15

(2S) -N-tert-Butyl-3-[[ (4-trifluoromethoxyphenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

20

(2S) -N-tert-Butyl-3-[[ (3-amino-4-methylphenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

25

(2S) -N-tert-Butyl-3-[[ (2-methylphenyl)methyl] amino] -2-[[[3-(trifluoromethyl)benzoyl] amino] acetyl] amino] -propanamide;

30

(2S) -N-tert-Butyl-3-[[ (2-ethylphenyl)methyl] amino] -2-[[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

5 (2R) -N-Ethyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

10 (2R) -N-tert-Butyl-3- [[ (2,4-  
dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

15 (2R) -N- [(2-methyl)hydroxyprop-2-yl] -3- [[ (2,4-  
dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

20 (2S) -N-tert-Amyl-3- [[ (2,4-dimethylphenyl)methyl] amino] -  
2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

25 (2S) -N- [(2-methyl)hydroxyprop-2-yl] -3- [[ (2,4-  
dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

30 (2S) -N- [(1-methyl)cycloprop-1-yl] -3- [[ (2,4-  
dimethylphenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-Cyclopentyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2S) -N-Cyclohexyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
10 propanamide;

(2S) -N-( $\beta,\beta,\beta$ -Trifluoro)ethyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
15 propanamide;

(2S) -N-Allyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
20 propanamide;

(2S) -N-Cyclopropylmethyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
25 propanamide;

N-[2-[[ (2S) -3-[[ (2,4-dimethylphenyl)methyl]amino]-1-(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;  
30



## AMENDMENTS TO THE CLAIMS

- N*-[2-[[[(2*S*)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 5    *N*-[2-[[[(2*S*)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 10    (2*S*)-*N*-Isobutyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15    (2*S*)-*N*-*sec*-Butyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20    (2*S*)-*N*-*tert*-Butyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- 25    (2*S*,3*R*)-*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- 30    (2*S*,3*R*)-*N*-Ethyl-3-[[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

## AMENDMENTS TO THE CLAIMS

Methyl (2R)-2-[[[(2,4-dimethylphenyl)methyl]amino]-3-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanoate;

(2R)-N-Ethyl-2-[[[(2,4-dimethylphenyl)methyl]amino]-3-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
10 propanamide;

Methyl (2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
15 butanoate;

(2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

20 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

25 (2S)-N-Ethyl-4-[[[(2,4-  
dimethylphenyl)methyl]methylamino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

30 (2S)-N-tert-Butyl-2-[[[2-[[[(1,1-  
dimethylethoxy)carbonyl]amino]-5-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (2,4-dimethylphenyl) methyl] amino] -butanamide;

5 (2S) -N-tert-Butyl-2- [[[[2- [[ (1,1-  
dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (2,4-dimethylphenyl) methyl] methylamino] -  
butanamide;

10 (2S) -N-tert-Butyl-2- [[[[2-amino-5-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (2,4-dimethylphenyl) methyl] amino] -butanamide;

15 (2S) -N-tert-Butyl-2- [[[[2-amino-5-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (2,4-dimethylphenyl) methyl] methylamino] -  
butanamide;

20 (2S) -N-tert-Butyl-2- [[[[3-amino-5-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (2,4-dimethylphenyl) methyl] amino] -butanamide;

25 (2S) -N-tert-Butyl-2- [[[[3-amino-5-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -4-  
[[ (4-ethylphenyl) methyl] amino] -butanamide;

30 (2S) -N-tert-Butyl-4- [[ (2,4-  
dimethylphenyl) methyl] amino] - 2- [[[[3-  
(trifluoromethyl)benzoyl] amino] acetyl] amino] -  
butanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-4-[[[4-ethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

5

(2S)-N-Ethyl-5-[[[2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
pentanamide;

10

N-[2-[[[(1S, 2S/R)-1-[[[(2,4-  
dimethylphenyl)methyl]methylamino]methyl]-2-  
hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

15

N-[2-[[[(1S, 2S)-1-[[[(2,4-  
dimethylphenyl)methyl]methylamino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

20

N-[2-[[[(1S, 2S)-1-[[[(2,4-  
dimethylphenyl)methyl]isopropylamino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

25

N-[2-[[[(1S, 2S)-1-[[[(4-  
ethylphenyl)methyl]methylamino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

30

## AMENDMENTS TO THE CLAIMS

- N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]isopropylamino)methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;
- (2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide; and
- (2*S*)-*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-methyl-propanamide.

15. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

16. (CANCELLED)

17. (CANCELLED)

18. (PREVIOUSLY PRESENTED) A method for antagonizing MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

19. (CANCELLED)

## AMENDMENTS TO THE CLAIMS

20. (CURRENTLY AMENDED) The method for treating disorders, ~~of claim 19,~~ comprising administering to a patient in need thereof a therapeutically effective  
5 amount of a compound of claim 1, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus  
10 erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY PRESENTED) The method for treating  
15 disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

20  
22. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

25  
23. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

30  
24. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a

## AMENDMENTS TO THE CLAIMS

patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY PRESENTED) A method for treating  
5 atherosclerosis, comprising administering to a patient  
in need thereof a therapeutically effective amount of a  
compound of claim 1.

26. (PREVIOUSLY PRESENTED) A method for treating  
10 asthma, comprising administering to a patient in need  
thereof a therapeutically effective amount of a  
compound of claim 1.

27. (CANCELLED)  
15

28. (PREVIOUSLY PRESENTED) A method for  
antagonizing CCR2 activity comprising administering to  
a patient in need thereof a therapeutically effective  
amount of a compound of claim 1.  
20

29. (PREVIOUSLY PRESENTED) A method for treating  
disorders, comprising administering to a patient in  
need thereof a therapeutically effective amount of a  
compound of claims 10, said disorders being selected  
25 from asthma, multiple sclerosis, arteriosclerosis, and  
rheumatoid arthritis.

30. (PREVIOUSLY PRESENTED) A method for treating  
rheumatoid arthritis, comprising administering to a  
30 patient in need thereof a therapeutically effective  
amount of a compound of claim 10.

## AMENDMENTS TO THE CLAIMS

31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

5

32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

10

33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

15

34. (CANCELLED)

35. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

20



## REMARKS SECTION


**REMARKS**

Reconsideration and reexamination is respectfully requested. A Request for Continued Examination is being submitted herewith. Furthermore, consideration of the IDS submitted on March 9, 2005 is respectfully requested.

In the advisory action dated March 25, 2005, claim 20 was rejected for being dependent from a cancelled claim. Claim 20 has been amended. Therefore, withdrawal of the rejection against claim 20 is respectfully requested.

The application is now believed to be in condition for allowance and notification thereof is respectfully requested.

Respectfully submitted,

  
\_\_\_\_\_  
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April 7, 2005